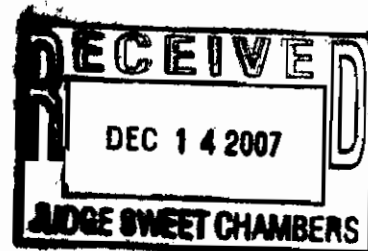


Sweet, T



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re
MUSICLAND HOLDING CORP., et al.,

Debtors.

----- X
BUENA VISTA HOME
ENTERTAINMENT, INC., ET AL.,

Plaintiffs,

- against -

WACHOVIA BANK, N. A., ET AL.,

Defendants.
----- X

07-cv-08423 (RWS)

Case No. 06-10064 (SMB)

Chapter 11

Jointly Administered

Adv. Proc. No. 07-01705 (SMB)

On Appeal from the Order and Judgment
of the United States Bankruptcy Court of
the Southern District of New York
Granting Defendants' Motions to Dismiss
the Complaint

STIPULATION AND ~~PROPOSED~~ ORDER FOR SUBSTITUTION OF COUNSEL

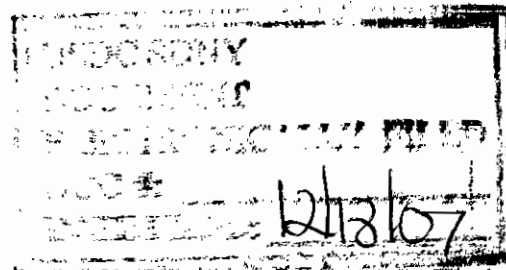
IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned
attorneys and Defendant Harris, N.A. that Harris, N.A. hereby substitutes its counsel of record in
this matter. On November 9, 2007, this Court entered an Order which, *inter alia*, set a date for
the Argument on the Bankruptcy Appeal on January 16, 2008.

FORMER ATTORNEYS

Harris, N.A.'s former counsel:

Piliero Goldstein, LLP
10 East 53rd Street, 36th Floor
New York, New York 10022
(212) 478-8500

are no longer Harris, N.A.'s attorneys in this matter.

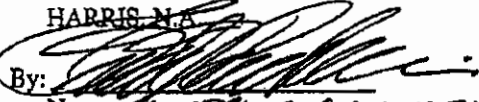


NEW ATTORNEYS

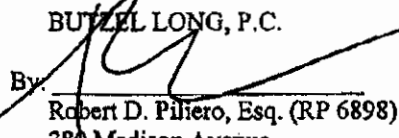
Harris Bank N.A.'s new counsel in this matter and its new attorneys of record on whom all notices and papers may be served is:

Robert D. Piliero, Esq. (RP 6898)
Butzel Long, P.C.
380 Madison Avenue
New York, New York 10017
212-818-1110

Dated: New York, New York
November 26, 2007

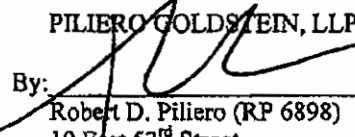
HARRIS N.A.
By: 
Name FREDERICK V. LOCKBINLER
Its Duly Authorized Representative

Dated: New York, New York
December 1, 2007

BUTZEL LONG, P.C.
By: 
Robert D. Piliero, Esq. (RP 6898)
380 Madison Avenue
New York, New York 10017
212-818-1110

Attorneys for Defendants Harris, N.A.

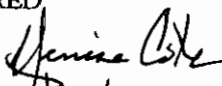
Dated: New York, New York
November 30, 2007

PILIERO GOLDSTEIN, LLP
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10 East 53rd Street
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SO ORDERED

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Part I

December 17, 2007